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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 6255
(EDITH JAMES)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Edith James ("James") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 6255 (Edith James) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on May 18, 2006, James filed proof of claim number 6255 against Delphi Automotive Systems LLC ("DAS LLC"), and asserting an unsecured non-priority claim in the amount of \$1,131,000.00 (the "Claim").

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on March 29, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and James entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, the DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$100,000.00.

WHEREAS DAS LLC is authorized to enter into this Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, and 503 and Fed. R. Bankr. P. 9019(b) Authorizing Debtors to Compromise Or Settle Certain Classes of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by the this Court on June 29, 2006.

THEREFORE, DAS LLC and James stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$100,000.00 and shall be treated as an allowed general unsecured non-priority claim.

So Ordered in New York, New York, this 23rd day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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